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February 25, 2002

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RECORDED 22785-D FILED
MAR 11 '02 3-23 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of July 10, 2000 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **GENERAL CHEMICAL (SODA ASH) PARTNERS**
90 East Halsey Road, Parsippany, NJ 07054

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: THE CIT GROUP/EQUIPMENT FINANCING INC. and Lessee: GENERAL CHEMICAL (SODA ASH) PARTNERS, covering 150 coal hoppers with reporting marks and numbers – CEFX 13810– CEFX 13959, INCLUSIVE.

Please file this memorandum as a **SECONDARY** document to Recordation #22785 dated 2/22/00 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

Enclosure

RECORDATION NO. 22785-D FILED

MAR 11 '02 3-23 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 10th day of July, 2000, is made by The CIT Group/Equipment Financing, Inc., a ~~New York~~ Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and General Chemical (Soda Ash) Partners, a Delaware general partnership, with an address at 90 East Halsey Road, Parsippany, NJ 07054 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of February 1, 1999 covering the equipment listed on Schedule A hereto (the "Equipment"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on February 22, 2000 as Recordation No. 22785.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: Catherine Streich
Name: Catherine Streich
Title: Vice President - Operations

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

GENERAL CHEMICAL
(SODA ASH) PARTNERS

Lessee, By its General Partner

General Chemical Corporation and Partners

By: D.W. Bloomquist
Name: D.W. Bloomquist
Title: President

SCHEDULE A

Quantity
150

Equipment Description
5150 c.f. covered hopper cars
with gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	13810	51	CEFX	13860	101	CEFX	13910
2	CEFX	13811	52	CEFX	13861	102	CEFX	13911
3	CEFX	13812	53	CEFX	13862	103	CEFX	13912
4	CEFX	13813	54	CEFX	13863	104	CEFX	13913
5	CEFX	13814	55	CEFX	13864	105	CEFX	13914
6	CEFX	13815	56	CEFX	13865	106	CEFX	13915
7	CEFX	13816	57	CEFX	13866	107	CEFX	13916
8	CEFX	13817	58	CEFX	13867	108	CEFX	13917
9	CEFX	13818	59	CEFX	13868	109	CEFX	13918
10	CEFX	13819	60	CEFX	13869	110	CEFX	13919
11	CEFX	13820	61	CEFX	13870	111	CEFX	13920
12	CEFX	13821	62	CEFX	13871	112	CEFX	13921
13	CEFX	13822	63	CEFX	13872	113	CEFX	13922
14	CEFX	13823	64	CEFX	13873	114	CEFX	13923
15	CEFX	13824	65	CEFX	13874	115	CEFX	13924
16	CEFX	13825	66	CEFX	13875	116	CEFX	13925
17	CEFX	13826	67	CEFX	13876	117	CEFX	13926
18	CEFX	13827	68	CEFX	13877	118	CEFX	13927
19	CEFX	13828	69	CEFX	13878	119	CEFX	13928
20	CEFX	13829	70	CEFX	13879	120	CEFX	13929
21	CEFX	13830	71	CEFX	13880	121	CEFX	13930
22	CEFX	13831	72	CEFX	13881	122	CEFX	13931
23	CEFX	13832	73	CEFX	13882	123	CEFX	13932
24	CEFX	13833	74	CEFX	13883	124	CEFX	13933
25	CEFX	13834	75	CEFX	13884	125	CEFX	13934
26	CEFX	13835	76	CEFX	13885	126	CEFX	13935
27	CEFX	13836	77	CEFX	13886	127	CEFX	13936
28	CEFX	13837	78	CEFX	13887	128	CEFX	13937
29	CEFX	13838	79	CEFX	13888	129	CEFX	13938
30	CEFX	13839	80	CEFX	13889	130	CEFX	13939
31	CEFX	13840	81	CEFX	13890	131	CEFX	13940
32	CEFX	13841	82	CEFX	13891	132	CEFX	13941
33	CEFX	13842	83	CEFX	13892	133	CEFX	13942
34	CEFX	13843	84	CEFX	13893	134	CEFX	13943
35	CEFX	13844	85	CEFX	13894	135	CEFX	13944
36	CEFX	13845	86	CEFX	13895	136	CEFX	13945
37	CEFX	13846	87	CEFX	13896	137	CEFX	13946
38	CEFX	13847	88	CEFX	13897	138	CEFX	13947
39	CEFX	13848	89	CEFX	13898	139	CEFX	13948
40	CEFX	13849	90	CEFX	13899	140	CEFX	13949
41	CEFX	13850	91	CEFX	13900	141	CEFX	13950
42	CEFX	13851	92	CEFX	13901	142	CEFX	13951
43	CEFX	13852	93	CEFX	13902	143	CEFX	13952
44	CEFX	13853	94	CEFX	13903	144	CEFX	13953
45	CEFX	13854	95	CEFX	13904	145	CEFX	13954
46	CEFX	13855	96	CEFX	13905	146	CEFX	13955
47	CEFX	13856	97	CEFX	13906	147	CEFX	13956
48	CEFX	13857	98	CEFX	13907	148	CEFX	13957
49	CEFX	13858	99	CEFX	13908	149	CEFX	13958
50	CEFX	13859	100	CEFX	13909	150	CEFX	13959